

AS

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 96-313-C - ORDER NO. 97-140
FEBRUARY 21, 1997

IN RE: Petition of Total National Communica-) ORDER
tions, Inc. D/B/A Total World Telecom) APPROVING
and Heartline Communications, Inc. for) TRANSFER OF
Approval of Transfer of Assets.) ASSETS

This matter comes before the Public Service Commission of South Carolina (the Commission) on the Application of Total National Communications, Inc. d/b/a Total World Telecom ("TWT" or the "Applicant") for approval of the transfer of certain assets from Heartline Communications ("Heartline"). The Application was filed pursuant to S.C. Code Ann. §58-9-310 (Supp. 1995).

On October 2, 1996, TWT filed its Application with the Commission. The Application requested approval of the transfer of Heartline's assets related to its provision of interexchange services in South Carolina to TWT. The Application stated that the requested transfer will result only in a change of ownership and will have no adverse effect on the customers in South Carolina.

By letter dated October 14, 1996, the Commission's Executive Director instructed TWT to publish a prepared Notice of Filing in newspapers of general circulation in the areas affected by TWT's Application. The purpose of the Notice of Filing was to inform

interested parties of the manner and time in which to file comments or pleadings for participation in this proceeding. TWT complied with the Executive Director's instructions and submitted affidavits of publication. No protests or Petitions to Intervene were received by the Commission.

Pursuant to S.C. Code Ann. §58-9-310 (Supp. 1995), a public hearing regarding TWT's Application was held in the Commission's hearing room at 111 Doctors Circle on February 13, 1997. The Honorable Guy Butler, Chairman, presided. TWT was represented by John F. Beach, Esquire, and Jack Pringle, Esquire; the Commission Staff was represented by Florence P. Belser, Staff Counsel.

TWT presented Gloria Cross, Director of Regulatory Affairs of TWT, to testify regarding the Application and to explain the proposed transfer of assets. Ms. Cross testified that TWT is a telephone utility certified by this Commission to provide intrastate resold telecommunications services in South Carolina. TWT received its Certificate of Public Convenience and Necessity to provide resold long distance telecommunications services in South Carolina in Order No. 96-646, dated September 13, 1996 (Docket No. 96-081-C). Ms. Cross testified that approval of the asset transfer is in the public interest as Heartline customers will receive the quality telecommunications services for which TWT has become known throughout the United States. Ms. Cross also testified that the Federal Communications Commission ("FCC") has approved the asset transfer. Further, Ms. Cross stated that the transfer of assets, including customer base, will be seamless or

transparent to the customers of Heartline and that there will be no adverse effect on the customers. Ms. Cross also affirmed that TWT will provide its services in compliance with the Commission's rules, regulations, and orders and that TWT will continue to offer its services and to operate under the tariff that was approved by the Commission in Docket No. 96-081-C.

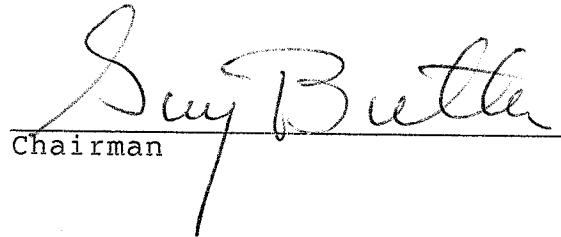
Upon review and consideration of the Application, the testimony presented at the hearing, and the applicable law, the Commission makes the following findings of fact and conclusions of law:

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. TWT is a telephone utility certificated by this Commission pursuant to Commission Order No. 96-646, dated September 13, 1996, to provide resold telecommunications services within the State of South Carolina.
2. TWT and Heartline have agreed that Heartline's assets relating to its provision of interexchange services in South Carolina will be transferred to TWT.
3. The transfer of Heartline's assets to TWT as described in the Application and in the testimony of witness Cross is in the public interest and, therefore, the Commission approves the requested transfer of assets.

4. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:


Executive Director

(SEAL)